

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>DUNLEVIE BRUCE</u> (Last) (First) (Middle) 2480 SAND HILL ROAD SUITE 200 (Street) MENLO PARK CA 94025 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AMBARELLA INC [AMBA]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 10/15/2012	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares	10/15/2012		C		2,777,777	A	(2)	2,777,777	I	See footnote ⁽¹⁾
Ordinary Shares	10/15/2012		C		558,347	A	(3)	3,336,124	I	See footnote ⁽¹⁾
Ordinary Shares	10/15/2012		C		370,370	A	(4)	3,706,494	I	See footnote ⁽¹⁾
Ordinary Shares	10/15/2012		S		555,974	D	\$6	3,150,520	I	See footnote ⁽¹⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Series A Convertible Preference Shares	(2)	10/15/2012		C		2,777,777		(2)	(2)	Ordinary Shares	2,777,777	\$0	0	I	See footnotes ⁽¹⁾
Series B Convertible Preference Shares	(3)	10/15/2012		C		558,347		(3)	(3)	Ordinary Shares	558,347	\$0	0	I	See footnotes ⁽¹⁾
Series C Convertible Preference Shares	(4)	10/15/2012		C		370,370		(4)	(4)	Ordinary Shares	370,370	\$0	0	I	See footnotes ⁽¹⁾

Explanation of Responses:

- Shares held of record by Benchmark Capital Partners IV, L.P. or BCP IV, as nominee for Benchmark Capital Partners IV, L.P., Benchmark Founders' Fund IV, L.P., Benchmark Founders' Fund IV-A, L.P., and Benchmark Founders' Fund IV-B, L.P. and related individuals, or the Benchmark Funds. Benchmark Capital Management Co IV, L.L.C., or BCMC IV, is the general partner of BCP IV. BCMC IV's managing members are Alexandre Balkanski, Bruce W. Dunlevie, J. William Gurley, Kevin R. Harvey, Robert C. Kagle and Steven M. Spurlock. These individuals may be deemed to have shared voting and investment power over the shares held by the Benchmark Funds. Each of these individuals disclaims beneficial ownership of such shares except to the extent of such individual's pecuniary interest therein.
- The Series A Convertible Preference Shares converted into Ordinary Shares on a 1-to-1 basis and had no expiration date.
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Remarks:

Alexandre Balkanski, Bruce W. Dunlevie, J. William Gurley, Kevin R. Harvey, Robert C. Kagle and Steven M. Spurlock are the managing members of Benchmark Capital Management Co IV, L.L.C., which serves as general partner to Benchmark Capital Partners IV, L.P., Benchmark Founders' Fund IV, Benchmark Founders' Fund IV-A, L.P. and Benchmark Founders' Fund IV-B, L.P. and may be deemed to share voting and investment power over the shares beneficially held by such entities. Each such person and entity disclaims the existence of a "group" and disclaims beneficial ownership of any securities (except to the extent of such person's or entity's pecuniary interest in such securities) other than any securities being reported herein as being directly owned by such person or entity. The filing of this report is not an admission that any Reporting Persons is the beneficial owners of these shares for purposes of Section 16 or for any other purpose. *This report is one of two reports, each on a separate Form 4, but relating to the same transaction being filed by entities affiliated with Benchmark Capital and their applicable members.

/s/ Steven M. Spurlock, by
power of attorney for Bruce W. Dunlevie 10/15/2012

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

